

State of New Hampshire
Department of State

Be it known, that whereas, B. Reuben Auspitz, Gary Henderson, Patrick P. Oliver, Richard Barrington, William Manning, John A. Tillinghast, Ralph P. White, Edward G. George, Jane Napier, and Francis J. Ward, have associated themselves with the intention of forming a corporation under the name of EXETER TRUST COMPANY for the purpose of conducting the business of a trust company, with a capitalization of One Hundred Eighty Thousand Dollars (\$180,000), of which there are 18,000 shares which shall be designated Common Stock with a \$10.00 par value, and have complied with the provisions of the statutes of this state in such case made and provided, as appears from the certificate of a majority of the directors of said corporation, duly approved by the Board of Trust Company Incorporation and recorded in this office:

Now, therefore, I, Robert P. Ambrose, Deputy Secretary of State, do hereby certify that said B. Reuben Auspitz, Gary Henderson, Patrick P. Oliver, Richard Barrington, William Manning, John A. Tillinghast, Ralph P. White, Edward G. George, Jane Napier, and Francis J. Ward, their associates and successors, are legally organized and established as, and are hereby made, an existing corporation under the name of EXETER TRUST COMPANY with the powers, rights and privileges, and subject to the limitations, duties and restrictions, which by law appertain thereto.



IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of the State of New Hampshire, this Sixteenth day of November in the year One Thousand Nine Hundred and Ninety-Four

A handwritten signature in dark ink, appearing to read "Robert P. Ambrose".

Robert P. Ambrose
Deputy Secretary of State

FILED

NOV 17 1994

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

THE STATE OF NEW HAMPSHIRE

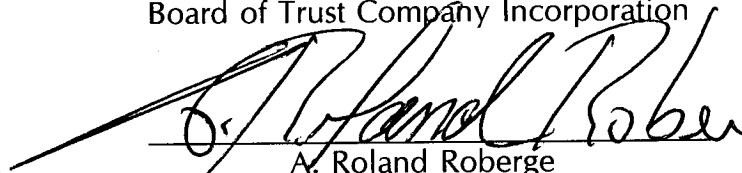


APPROVAL OF CERTIFICATE

We, the undersigned members of the Board of Trust Company Incorporation, find that the public convenience and advantage will be promoted by the establishment of Exeter Trust Company, Portsmouth, New Hampshire and that proceedings relative to the organization and establishment thereof conform to the provisions of law relating thereto, and in accordance with the provisions of RSA 392, we hereby approve the foregoing certificate.

The application is approved subject to the following:

"This order does not provide Exeter Trust Company with authority to accept deposits. The authority to accept deposits is subject to a further application and specific approval from the Board of Trust Company Incorporation."

Board of Trust Company Incorporation

A. Roland Roberge
Bank CommissionerMonica A. Ciolfi
Senior Assistant Attorney GeneralGeorgie A. Thomas
State Treasurer

Dated: October 25, 1994

CERTIFICATE OF DIRECTORS

The undersigned, being a majority of Directors of Exeter Trust Company (the "Bank"), hereby make oath as follows:

1. That attached hereto is a true copy of the Bank's Agreement of Association ("Articles of Agreement of Exeter Trust Company").

2. That the following are the names of all the subscribers the Agreement of Association:

B. Reuben Auspitz	Richard Barrington	Edward G. George
Gary Henderson	William Manning	Jane Napier
Patrick P. Oliver	John A. Tillinghast	Francis J. Ward
	Ralph P. White	

3. That the following are the names, residence addresses, and post office addresses of the officers of the Bank:

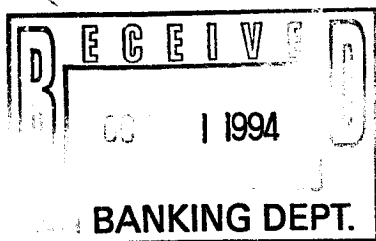
<u>Office</u>	<u>Name</u>	<u>Residence Address</u>	<u>Post Office Address (if different)</u>
Chairman of the Board	B. Reuben Auspitz	36 Buttermilk Hill Road, Pittsford, NY	14534
President	Patrick Oliver	8 Oak Ridge Road, Kensington NH	03862
Executive Vice-President	Christopher Carosa	2 Lantern Lane, Honeoye Falls NY	14472
Treasurer	B. Reuben Auspitz	36 Buttermilk Hill Road, Pittsford, NY	14534
Secretary/Clerk	Christopher Carosa	2 Lantern Lane, Honeoye Falls NY	14472

4. That the first meeting of the subscribers to the Agreement of Association was held on October 27, 1994.

5. That attached hereto are copies of the records of the organization of the Bank.

Date: October 27, 1994

Affidavit of Mailing of First Meeting Notice
 Ballot of Election of Temporary Clerk
 Temporary Clerk's Oath
 Agreement of Association
 By-laws
 Ballot of Election of Directors
 Individual Directors' Oaths
 Minutes of First Meeting of Subscribers
 Individual Officers' Oaths
 Marine Midland Banking Resolution
 Minutes of Organizational Meeting of Directors



B. Reuben Auspitz

Richard Barrington

Patrick Oliver

John Tillinghast

Ralph White

STATE OF NEW YORK)
) SS:
COUNTY OF MONROE)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared B. Reuben Auspitz and Richard Barrington, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 27th day of October, 1994.

Brenda J. Watkins
Notary Public

My Commission Expires 6-30-95

STATE OF NEW HAMPSHIRE)
) SS:
COUNTY OF ROCKINGHAM)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Patrick Oliver and John Tillinghast, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 27th day of October, 1994.

Susan J. Gaspar
Notary Public

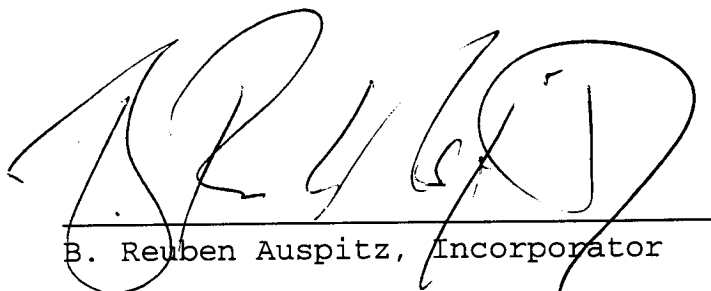
My Commission Expires 12-6-94

STATE OF NEW YORK)
) SS:
 COUNTY OF MONROE)

AFFIDAVIT OF DELIVERY

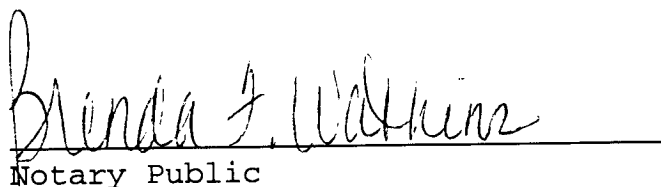
I, B. Reuben Auspitz, being duly sworn, do hereby depose and say that I am an Incorporator of Exeter Trust Company and that I delivered to the U.S. Postal Service on October 20, 1994, or delivered by hand, a Notice of First Meeting of Incorporators of Exeter Trust Company, to be held on October 27, 1994 at 2:30 p.m. at the offices of Tillinghast Technology, Inc., 20 Ladd Street, Suite 202, Portsmouth, New Hampshire 03801-4080 in the form attached hereto, to each of the Incorporators named in the Articles of Agreement at his or her last known business or residence address.

SWORN to this 20th day of October, 1994.


 B. Reuben Auspitz, Incorporator

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared B. Reuben Auspitz, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 20th day of October, 1994.


 Notary Public

My Commission Expires 6/30/95

BRENDA F. WATKINS
 Notary Public
 State of New York
 County of Monroe
 Commission Expires 6/30/95

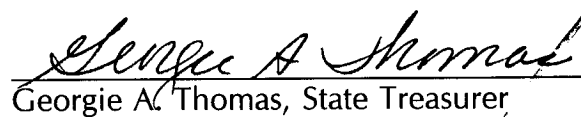
CERTIFICATE OF DIRECTORS (CONT'D.)

Examined and approved by the Board of Trust Company Incorporation pursuant to RSA 392:16.

Dated: 11/16/94


A. Roland Roberge, Bank Commissioner

Dated:


Georgie A. Thomas, State Treasurer

Dated:


Monica A. Cioffi
Senior Assistant Attorney General

NOTICE OF FIRST MEETING OF INCORPORATORS
OF EXETER TRUST COMPANY

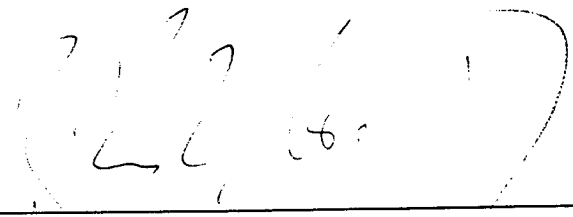
October 20, 1994

TO: INCORPORATORS OF EXETER TRUST COMPANY

B. Reuben Auspitz
Richard Barrington
Edward G. George
Gary Henderson
William Manning
Jane Napier
Patrick P. Oliver
John A. Tillinghast
Francis J. Ward
Ralph P. White

RE: MEETING OF INCORPORATORS OF EXETER TRUST COMPANY

NOTICE IS HEREBY GIVEN of a meeting of the Incorporators of Exeter Trust Company to be held on October 27, 1994 at 2:30 p.m. at the offices of Tillinghast Technology, Inc., 20 Ladd Street, Suite 202, Portsmouth, New Hampshire 03801-4080 to complete the steps necessary to organize Exeter Trust Company.



B. Reuben Auspitz, Incorporator

EXETER TRUST COMPANY

Election of Temporary Clerk
by Incorporators at Meeting Held
October 27, 1994

BALLOT

The undersigned Incorporators hereby vote for the election of the Christopher Carosa to serve as Temporary Clerk of Exeter Trust Company for the meeting of the Incorporators of the Exeter Trust Company held on October 27, 1994.

Ralph P. White

RLG BH

Patricia P. Almon

John A. Tellinghast

Barry G. Hamlin

STH

Date: October 27, 1994

TEMPORARY CLERK'S OATH

I, Christopher Carosa, a duly elected Temporary Clerk of Exeter Trust Company, a trust company to be chartered under the laws of New Hampshire, do hereby swear that I will faithfully perform the duties of the office of Temporary Clerk of Exeter Trust Company.

SWORN TO, the 27th day of October, 1994

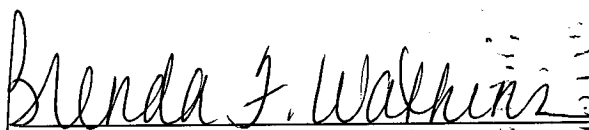


Christopher Carosa

STATE OF NEW YORK)
) SS:
COUNTY OF MONROE)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Christopher Carosa, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 27th day of October, 1994.



Notary Public

My Commission Expires 6-30-95

ARTICLES OF AGREEMENT
OF
EXETER TRUST COMPANY

We, whose names are hereto subscribed, being persons of lawful age, do by these Articles of Agreement associate ourselves with the intention of forming a corporation (the "Corporation") according to the provisions of Chapter Three Hundred Ninety-Two of the Revised Statutes Annotated of New Hampshire, as amended, to do business as a trust company.

Article I. Name. The Corporation shall be known as Exeter Trust Company.

Article II. Purpose. The Corporation is formed for the purpose of conducting and carrying on the business of a trust company and transacting any and all business which such trust company is authorized and empowered to transact under any and all of the laws of the State of New Hampshire, with all of the powers and privileges and subject to all of the duties, restrictions and liabilities set forth in said laws.

Article III. Place of Business. The Corporation's principal office shall be located in the City of Portsmouth, County of Rockingham, State of New Hampshire.

Article IV. Capital Structure. The Corporation's authorized capital stock shall consist of 18,000 shares of Common Stock having a par value of Ten Dollars (\$5.56 capital and \$4.44 surplus) per share. The amount of the Corporation's initial capitalization shall include a capital stock account of \$100,080 and a surplus account of \$79,920.

The rights and privileges of the Common Stock are as follows:

1. Dividends. No dividends shall be declared and set aside for any shares of the Common Stock, except in the event that the Board of Directors of the Corporation, out of funds legally available therefor, shall declare a cash dividend payable on the then outstanding shares of Common Stock.

2. Liquidation, Dissolution or Winding Up.

(a) Treatment of Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled to receive ratably all remaining assets of the Corporation.

(b) Distribution Other Than Cash. Whenever the distribution provided for in this Section 2 shall be payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of the Corporation.

3. Voting Power. Except as otherwise expressly provided herein or as required by law, each holder of Common Stock shall be entitled to vote on or consent in writing to all matters submitted to the Corporation's shareholders for a vote or their written consent, and shall be entitled to the number of votes which is equal to the number of whole shares of Common Stock held by said shareholder as of the record date for the determination of shareholders entitled to vote on any such matter or, if no such record date is established, at the date such vote is taken or any written consent of the shareholders is solicited.

Article V. Amendments to Charter. The Corporation shall not amend its Articles of Agreement without the approval of the holders of at least a majority of the votes cast at any annual meeting of the shareholders of the Corporation or at a special meeting thereof called for the purpose or by written consent.

Article VI. Associates. Each of the subscribers hereto shall be an Associate of the Corporation, pursuant to Sections 2 and 4 of Chapter Three Hundred Ninety-Two of the Revised Statutes Annotated of New Hampshire. Each of the subscribers hereto agrees to take the number of shares of the Corporation's stock set forth opposite his or her signature below.

Article VII. First Meeting of Associates. Mr. B. Reuben Auspitz is hereby designated as the Associate who shall have the responsibility for calling the first meeting of the Associates and serving each Associate with timely notice of said meeting pursuant to Section 11 of Chapter Three Hundred Ninety-Two of the Revised Statutes Annotated of New Hampshire.

IN WITNESS WHEREOF, we have hereunto subscribed our names, post office addresses, residences and the number of shares of stock agreed to be taken by each subscriber hereto this _____ day of August in the year Nineteen Hundred Ninety-Four.

	Name and Signature	Post Office Address and City or Town of Residence	Number of Shares of Common Stock Agreed to be Taken
1.	_____	36 Buttermilk Hill Road	100
	B. Reuben Auspitz	Pittsford, NY 14534	
2.	_____	110 Aberdeen Street	100
	Richard Barrington	Rochester, NY 14619	
3.	_____	7057 Shetland Road	0
	Edward G. George	Worthington, OH 43245	
4.	_____	39 Red Post Crescent	0
	Gary Henderson	Fairport, NY 14450	
5.	_____	26 Thomville Circle	0
	William Manning	Penfield, NY 14526	
6.	_____	3161 East Avenue	0
	Jane Napier	Rochester, NY 14618	
7.	_____	8 Oak Ridge Road	100
	Patrick P. Oliver	Kensington, NH 03833	
8.	_____	77 Exeter Road	100
	John A. Tillinghast	North Hampton, NH 03862	
9.	_____	2705 Pinnacle Road	0
	Francis J. Ward	Rush, NY 14543	
10.	_____	70 Woodland Road	100
	Ralph P. White	North Hampton, NH 03862	

BY-LAWS
OF
EXETER TRUST COMPANY

ARTICLE I

PRINCIPAL OFFICE

The Principal office of Exeter Trust Company (the "Trust Company") shall be in Portsmouth, Rockingham County, New Hampshire.

ARTICLE II

SHAREHOLDERS

SECTION 1. Place of Meetings. All annual and special meetings of shareholders shall be held at the principal office of the Trust Company or at such other place within or without the State of New Hampshire as the Board of Directors may determine.

SECTION 2. Annual Meeting. A meeting of the shareholders of the Trust Company for the election of Directors and for the transaction of any other business of the Trust Company shall be held annually on the forth Tuesday of April, if not a legal holiday, and if a legal holiday, then on the next following which is not a legal holiday, at nine o'clock (9:00) a.m., or at any such other date and time within one hundred twenty (120) days after the end of the Trust Company's fiscal year as the Board of Directors may designate. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Charter or these By-laws, may be specified by the Board of Directors, the Chairman of the Board, if one is elected, or the President. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof may be held, or there may be action by written consent of the shareholders on matters to be voted on at the annual meeting, and such special meeting or written consent of the shareholders on matters to be voted on at the annual meeting, and such special meeting or written consent shall have for the purposes of these By-laws or otherwise all the force and effect of an annual meeting.

SECTION 3. Special Meetings. Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by the laws of the State of New Hampshire, may be called at any time by the President, Chairman, if one is elected, or by a majority of the Board of Directors,

and shall be called by the President upon the written request of the holders of not less than ten percent of the total votes eligible to be cast by shareholders at the meeting. Such written request shall state the purpose or purposes of the meeting and shall be delivered at the Trust Company's principal office addressed to the President or the Clerk. Business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice, unless otherwise provided by law.

SECTION 4. Notice of Meetings. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered at least seven (7) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Clerk or other person authorized by these By-laws, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the shareholder at his or her address as it appears on the stock transfer books or records of the Trust Company.

When any shareholders' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. It shall not be necessary to give any notice of the time and place of any meeting adjourned for less than thirty (30) days or of the business to be transacted thereat, other than an announcement at the meeting at which such adjournment is taken. A written waiver of notice, executed before or after a meeting by such shareholder or his attorney thereunto authorized and filed with the records of the meeting, shall be deemed equivalent to notice of the meeting.

The Chairman of the Board of Directors shall preside at all shareholder meetings and shall have the power, among other things, to adjourn such meeting at any time and from time to time, subject to Section 7 of this Article II.

SECTION 5. Waiver of Notice. Before or after any meeting of shareholders, any shareholder may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance of a shareholder at a meeting shall constitute waiver of notice of such meeting, unless the shareholder attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Fixing of Record Date. For the purpose of determining shareholders entitled to notice of, or to vote at, any meeting of shareholders, or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination

of shareholders for any other proper purpose, the Board of Directors shall fix in advance a date as the record date for any such determination of shareholders. Such date in any case shall be not more than sixty (60) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the meeting or other date on which the particular action, requiring such determination of shareholders, is to be taken. Without fixing such record date, the Board of Directors may for any of such purposes close the transfer books for all or any part of such period. If no record date is fixed and the transfer books are not closed, (a) the record date for determining shareholders having the right to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, and (b) the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors act with respect thereto.

SECTION 7. Quorum. The holders of a majority in interest of all stock issued, outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of shareholders. If less than a quorum is present at the meeting, a majority in interest of the shareholders present may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice except as provided in Section 4 of Article II. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

SECTION 8. Voting and Proxies. Shareholders shall have one vote for each share of stock entitled to vote owned by them of record according to the stock transfer books of the Trust Company, and a proportionate vote for a fractional share, unless otherwise provided by law or by the Charter. Shareholders may vote either in person or by written proxy dated not more than six (6) months before the meeting named therein. Proxies shall be filed with the Clerk of the meeting, or of any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons authorized thereby to vote at any adjournment of such meeting, but they shall not be valid after final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by one of them unless at or prior to exercise of the proxy the Trust Company received a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a shareholder shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest with the challenger.

SECTION 9. Action at Meeting. When a quorum is present, any matter before the meeting shall be decided by vote of the holders of a majority of the shares of stock voting on such matter, except where a larger vote is required by law, by the Charter or by these By-laws. Any election by shareholders shall be determined by a plurality of the votes cast, except where a larger vote is required by law, by the Charter or by these By-laws. No ballot shall be required for any election unless requested by a shareholder entitled to vote in the election. The Trust Company shall not directly or indirectly vote any share of its own stock; provided, however, that no provision of these By-laws shall be construed to limit the voting rights and powers relating to shares of stock held pursuant to a plan which is intended to be an "employee stock ownership plan" as defined in Section 409A of the Internal Revenue Code, as now or hereafter in effect.

SECTION 10. Action by Consent. Any action to be taken at any annual or special meeting of shareholders may be taken without a meeting if all shareholders entitled to vote on the matter consent to the action in writing and such written consents are filed with the records of the meetings of shareholders. Such consents shall be treated for purposes as a vote at a meeting.

ARTICLE III

THE BOARD OF DIRECTORS

SECTION 1. Powers. The business and affairs of the Trust Company shall be managed by the Board of Directors who may exercise all the powers of the Trust Company except as otherwise provided by law, by the Charter or by these By-laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

SECTION 2. Election. The Board of Directors shall consist of those persons who are elected as Directors from time to time as provided herein. The Board of Directors shall consist of not less than five (5) nor more than thirteen (13) individuals unless otherwise provided by law. Directors shall be elected at the annual meeting of shareholders by vote of the holders of a majority of the shares present or represented thereat and entitled to vote. If the person so appointed does not within thirty (30) days thereafter take an oath of office, his election shall thereupon become vacant. All Directors shall be sworn to the faithful performance of their duties. Nominations for Directors may be made at the annual meeting by the Board of Directors or by any shareholder entitled to vote and shall be voted upon at such meeting.

SECTION 3. Qualification. Each Director shall at all times be a shareholder owning in his or her own right or on a jointly held basis with his or her spouse not less than \$1,000 of the aggregate fair market value at the time of acquisition of unencumbered common stock in the Trust Company, or, in the event the Trust Company is a wholly-owned subsidiary of a holding company, in such holding company. A majority of the Directors shall be citizens and residents of the State of New Hampshire. Any Directors who serve as a trustee, director or officer of any other New Hampshire-chartered bank or similar type of institution specified in New Hampshire Revised Statutes Annotated ("RSA") 384:5-a (except any one of a mutual savings bank, a guaranty savings bank or a cooperative bank, or an affiliate of a bank holding company if the Trust Company also qualifies as an affiliate of such bank holding company under RSA 384-B:1,V) shall be deemed to have resigned as a Director of the Trust Company, effective upon commencement of such service. The President of the Trust Company shall be a member of the Board of Directors.

SECTION 4. Enlargement of the Board. The Board of Directors may be enlarged by the shareholders or by the affirmative vote of a majority of the Directors then in office.

SECTION 5. Tenure. Except as otherwise provided by law, by the Charter or by these By-laws, Directors shall hold office until the next annual meeting of shareholders and until their successors are elected and qualified.

SECTION 6. Resignation. Any Director may resign at any time by delivering his written resignation to the main office of the Trust Company addressed to the President or the Clerk. Such resignation shall be effective upon receipt, unless the resignation otherwise provides.

SECTION 7. Removal. A Director may be removed from office (a) with or without cause by vote of the holders of a majority of the shares of stock entitled to vote in the election of Directors, or (b) for cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her. For purposes of this section, "cause" shall include (a) the Director's commission of any act of fraud, embezzlement, or misappropriation, regardless of whether a criminal or civil charge is filed in connection therewith; (b) the Director's conviction in any state or federal court of a felony or serious crime involving fraud, embezzlement, misappropriation, moral turpitude, intentional dishonesty, or similar conduct; (c) the Director's willful neglect of his duties as a Director, including but not limited to repeated failure to attend or participate in meeting of Directors; or (d) any act of disloyalty or other intentional conduct adverse to the Trust Company's interests.

SECTION 8. Vacancies; Reduction of Board. Any vacancy occurring on the Board of Directors (however occurring, including a vacancy resulting from the resignation, removal or death of a Director or from the enlargement of the Board of Directors), shall be filled by the affirmative vote of a majority of the remaining Directors. A Director elected by the remaining Directors to fill such a vacancy shall be elected to serve for a term of office continuing until the next election of Directors by the shareholders. In lieu of filling any such vacancy, the shareholders or the Board of Directors may reduce the number of Directors, but not to a number less than five (5), unless otherwise provided by applicable law.

SECTION 9. Compensation. The members of the Board of Directors and the members of standing or special committees shall receive such compensation as the Shareholders may determine.

SECTION 10. Annual Meeting. The annual meeting of the Board of Directors, of which no notice shall be necessary other than these By-laws, shall be held immediately following the annual meeting of the shareholders or the special meeting held in lieu thereof, or immediately following any adjournment thereof, at the same place that said meeting is held, for the purpose of the organization of the Board and the election or appointment of officers for the ensuing year and for the transaction of such other business as may properly be brought before such meeting.

SECTION 11. Regular Meetings. Regular meetings of the Board of Directors shall be held as often as once each month, at such time, date and place as the Board may from time to time determine. At each regular meeting of the Board there shall be submitted to the Directors for examination the work for the preceding month of the Investment Committee (or the full Board serving as the Investment Committee) and of any other committee of the Board. A record of the meeting shall be kept showing the names of the Directors present.

SECTION 12. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Chairman, if one is elected, or two or more Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place as the place for holding any special meeting of the Board of Directors called by him or them.

SECTION 13. Notice of Meetings. Notice of the time, date and place of all special meetings of the Board of Directors shall be given to each Director by the Clerk or Assistant Clerk, or in the case of the death, absence, incapacity or refusal of such persons, by the office or one of the Directors calling the meeting. Notice of any special meeting of

the Board of Directors shall be given to each Director in person or by telephone or by telegram sent to his business or home address at least twenty-four (24) hours in advance of the meeting, or by written notice mailed to his business or home address at least ninety-six (96) hours in advance of such meeting. Such notice shall be deemed to be delivered when deposited in the mail so addressed, with postage thereon prepaid if mailed, when read to such Director by telephone, or when delivered to the telegram company if sent by telegram. When any Board of Directors meeting, either regular or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary to give any notice of the time and place of any meeting adjourned for less than thirty (30) days or of the business to be transacted thereat, other than an announcement at the meeting at which such adjournment is taken. Any Director may waive notice of any meeting by a writing executed by him either before or after the meeting and filed with the records of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 14. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Charter or by these By-laws. Notwithstanding the forgoing, a quorum must include at least two (2) Directors who are New Hampshire residents and at least one (1) Director who is not a New Hampshire resident. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may, until a quorum shall be present, adjourn the meeting from time to time without further notice, except as provided in Section 13 of this Article III. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

SECTION 15. Action at a Meeting. At any meeting of the Board of Directors at which a quorum is present, a majority of the Directors present may take any action on behalf of the Board of Directors, unless a larger number is required by law by the Charter or by these By-laws.

SECTION 16. Action by Consent. Any action required or permitted to be taken by the Board of Directors at any meeting may be taken without a meeting if a consent in writing, setting forth the action so taken,

shall be signed by all of the Directors. Such written consents shall be filed with the records of the meetings of the Board of Directors and shall be treated for all purposes as a vote at a meeting of the Board of Directors.

SECTION 17. Absences. If any Director is absent for five (5) successive regular meetings, such absence shall create a vacancy in his office, which shall be filled pursuant to Section 8 of this Article III.

SECTION 18. Presumption of Assent. A Director of the Trust Company who is present at a meeting of the Board of Directors at which action on any Trust Company matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Clerk of the Trust Company immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 19. Duties and Powers of Directors. The Board of Directors shall be vested with the management and direction of the business and affairs of the Trust Company, and may exercise all such powers of the corporation and do all such lawful acts and things as are not by law or by Charter of the Trust Company directed or required to be exercised or done by the shareholders. Without limiting the generality of the foregoing, the Directors may from time to time fix and determine the number and duties of, and review and revise the compensation of, the officers and employees of the Trust Company. The Directors may authorize the Trust Company to enter into an employment contract with any officer, but no such contract shall impair the right of the Directors to remove any officer at any time as provided in Article VI, Section 5. The Directors may at any time adopt employee savings plans, incentive and deferred compensation plans and retirement plans for the benefit of the officers and employees of the Trust Company. The Directors may, from time to time, declare and the Trust Company may pay dividends on its capital stock in cash, property, or its own shares, except when the declaration or payment of dividends would be contrary to the restriction contained in the Charter of the Trust Company or these By-laws, or would contravene any provision of state or federal law. The Directors may vote to borrow money and pledge collateral upon such terms and conditions as they deem to be in the best interest of the Trust Company. They shall make or cause to be made, and publish or cause to be published, such periodic audits and examinations of the affairs of the Trust Company as may be required by applicable law. The Directors shall review and take appropriate action upon the periodic reports of the committees of the Board.

SECTION 20. Executive Committee, Other Committees. The Board of Directors by resolution may appoint from its members an Executive Committee and one or more other committees, each of which, subject to the limitations of the laws of the State of New Hampshire, shall have and may exercise the authority of the Board to the extent provided in any such resolution or in the By-laws. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-laws for the Board of Directors. The Board may abolish any such committee at any time, except as otherwise provided by law, by the Charter of the Trust Company or by these By-laws. Any committee to which the Board delegates any of its powers or duties shall keep records of its meetings and shall report its action to the Board of Directors. The Board of Directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

SECTION 21. Transactions With Interested Directors. The Trust Company may enter into transactions with Directors, or with other persons with whom one or more Directors are affiliated, or with entities in which one or more Directors have an interest, subject to the approval of a majority of the disinterested Directors.

SECTION 22. Manner of Participation. Members of the Board of Directors or of committees appointed by the Board pursuant to Section 20 of this Article III may participate in meetings of the Boards by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person.

ARTICLE IV

INVESTMENT COMMITTEE

SECTION 1. Appointment. Unless the Board of Directors decides not to delegate its investment powers pursuant to Section 4 of this Article IV, the Board at each annual meeting thereof shall appoint an Investment Committee (the "Committee") comprised of not less than three (3) of its members. The Committee shall elect its own chairman.

SECTION 2. Meetings. The Committee shall meet at such dates and times as the members thereof may designate, and the Board of Directors and such committee shall establish the rules of conduct of such meetings. Such committee shall keep minutes of its meeting which shall include lists of all loans and investments of every description made by the Trust Company and the approvals thereof.

SECTION 3. Authority. At least quarterly, the Committee shall approve all purchases and sales of bonds, stock, notes, and other investments and shall approve all loans, including security, rates of interest and other terms and conditions. No change in any interest rate on loans shall be made without the approval of or ratification by the Investment Committee or the Board of Directors. The Investment Committee shall perform such other duties as the Board of Directors shall prescribe.

SECTION 4. Full Board as Investment Committee. In lieu of the appointment of an Investment Committee and the delegation of such Committee of investment and loan authority and other functions as hereinbefore provided in this Article IV. the full Board of Directors may elect to serve as the Investment Committee, in the manner of a committee of the whole. In such case, the full Board shall retain and exercise the authority and powers regarding investments or loans and other matters that would otherwise have been delegated to an Investment Committee constituted as provided above.

SECTION 5. Approval. All actions by the Investment Committee shall be presented to the Board of Directors for ratification at the first regular meeting thereof following such action.

ARTICLE V

AUDIT COMMITTEE: ANNUAL AUDIT

There shall be an Audit Committee composed of not less than three (3) Directors appointed by the Board of Directors annually. It shall be the duty of the Audit Committee, at least once during each fiscal year of the Trust Company, to cause a suitable examination into the affairs of the Trust Company to be made by independent auditors selected by and responsible to the Board of Directors. Such examination shall be made in accordance with generally accepted accounting standards. The Audit Committee shall review the audit report of the independent auditors, and shall submit such report together with its comments and recommendations to the Board of Directors at the next regular meeting of the Board following completion of such review by the Committee. The Audit Committee shall also review from time to time the work of the internal auditor of the Trust Company, and shall from time to time recommend to the Board such changes in the manner of conducting the affairs of the Trust Company as shall be deemed advisable.

ARTICLE VI

CHAIRMAN OF THE BOARD AND OFFICERS

SECTION 1. Enumeration. The officers of the Trust Company shall consist of a Chairman of the Board of Directors, a President, one or more Vice Presidents, a Treasurer, a Clerk, and such other officers as the Directors may from time to time determine. Except as may otherwise be required by law, any person may hold more than one of such offices.

SECTION 2. Election. Each year at the annual meeting of the Board of Directors, the Directors shall elect the Chairman of the Board, the President, any Vice President, the Treasurer and the Clerk. The Board of Directors from time to time may fill any vacancy that may exist in any office and may elect such other officers as they may determine to be necessary to manage the affairs of the Trust Company. All officers shall be sworn to the faithful performance of their duties.

SECTION 3. Qualification. Any officer who shall become a trustee, director or officer of any other bank or similar type of institution specified in RSA s384:5-a (except any one of a mutual savings bank, a guaranty savings bank or a cooperative bank, or an affiliate of a bank holding company if the Trust Company also qualifies as an affiliate of such bank holding company under RSA 384-B:1, V) shall be deemed to have resigned as an officer of the Trust Company, effective upon becoming such trustee, director or officer.

SECTION 4. Tenure. Except as otherwise provided by law, by the Charter or by these By-laws, the Chairman, the President, any Vice President, the Treasurer and the Clerk shall hold office until the first meeting of the Board of Directors following the next annual meeting of the shareholders and until their respective successors are chosen and qualified; all other officers shall hold office until the first meeting of the Board of Directors following the next annual meeting of shareholders and until their successors are chosen and qualified, or for shorter term as the Board may fix at the time such officers are chosen. Any officer may resign by delivering his written resignation to the Trust Company at its principal office or to the President, the Chairman, if one is elected, or Clerk, and such resignation shall be effective at some other time or upon the happening of some other event.

SECTION 5. Removal. Any officer or agent of the Trust Company may be removed or discharged by a majority of the Board of Directors whenever in its judgement the best interests of the corporation will be served by such action; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors. The removal or discharge shall be without prejudice to the

contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 6. Absence or Disability. In the event of the absence or disability of any officer, the Board of Directors may designate another officer to act temporarily in place of such absent or disabled officer.

SECTION 7. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

SECTION 8. Duties and Powers. The duties of certain officers shall be as specified in this Section 8, as otherwise provided in these By-laws, and as determined from time to time by the Board of Directors, the President or the Chairman, if one is elected.

(a) Chairman of the Board. The Chairman of the Board of Directors shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He shall exercise such duties as customarily pertain to the position, shall have general and active supervision over the property, business, and affairs of the Trust Company, subject to the control of the Board of Directors, and shall have such other powers and perform such other duties as the Board of Directors may determine from time to time.

(b) President. The President shall have the powers to perform the duties of the Chairman of the Board of Directors in the absence or disability of the Chairman. In the absence of the Chairman, he shall preside at meetings of the shareholders and of the Board of Directors. He shall exercise such executive duties as customarily pertain to the office of President, under the supervision of the Chairman of the Board, and he shall exercise such other powers and perform such other duties as the Board of Directors may determine from time to time.

(c) Vice Presidents. Each Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chairman may assign to him.

(d) Treasurer. The Treasurer shall be the financial officer of the Trust Company. He shall negotiate loans, receive deposits, pay withdrawals and receive and disburse all other funds of the Trust Company, and for this purpose shall have authority to sign checks upon any account of the Trust Company in any bank or similar financial institution. The Treasurer shall supervise the keeping of the accounts of the Trust Company in books which shall be the property of the Trust Company and shall cause to be prepared

periodic statements of the financial condition of the Trust Company and shall submit such statements to the Board of Directors. The Treasurer shall have such power and perform such duties as the Board of Directors may prescribe or as the President may assign to him.

(e) Assistant Treasurer. Any Assistant Treasurer shall assist the Treasurer and shall perform such duties as are from time to time assigned to him by the Chairman or the Treasurer or as prescribed by the Board of Directors. At the request of the Treasurer, an Assistant Treasurer may temporarily perform the duties of the Treasurer, and when so acting shall have the powers of and be subject to the restrictions imposed upon the Treasurer.

(f) Clerk. The Clerk of the Trust Company shall keep the minutes of all meetings of the shareholders and of the Board of Directors, and to the extent ordered by the Board of Directors or the Chairman, the minutes of the meetings of all committees appointed by the Board. He shall cause notice to be given of meetings of shareholders, of the board of Directors, and of any committee appointed by the Board. For the purposes of the Charter and these By-laws, the title of Secretary and that of Clerk can be used interchangeably.

(g) Assistant Clerks. Any Assistant Clerk shall assist the Clerk in the discharge of the duties of that office and shall perform such duties as the President or Clerk may assign to them or as prescribed by the Board of Directors. At the request of the Clerk or the Chairman, any Assistant may, in the case of the absence of or inability to act of the Clerk, temporarily act in the Clerk's place.

ARTICLE VII

EMERGENCY OPERATIONS IN THE EVENT OF DISASTER

SECTION 1. Delegation of Officers' Duties and Powers. The Board of Directors shall have the power, in the absence or disability of any officer, or upon the refusal of any officer to act, to delegate such officer's duties and powers to any other officer, or to any Director for the time being.

SECTION 2. Disaster Prevention Conduct of Business. In the event of a disaster or emergency (a) declared by the proper governmental authority and until declaration of the termination of such disaster or emergency, or (b) which in the opinion of any three (3) Directors of the Trust Company is of sufficient severity to prevent the ordinary

conduct and management of the affairs and business of the Trust Company, and until the effects of such disaster or emergency are overcome, then in such event any three (3) or more available Directors shall constitute a quorum of the Board of Directors for the full conduct and management of the affairs and business of the Trust Company, until such time as a quorum of the Board of Directors (determined pursuant to Section 14 of Article III hereof) is available. This By-law shall be subject to implementation by resolutions of the Board of Directors passed from time to time for that purpose, and any provisions of these By-laws (other than this Section 2) and any resolutions which are contrary to the provisions of this Section 2 or to the provisions of any such implementary resolutions shall be suspended during the pendency of such disaster or emergency.

SECTION 3. Emergency Affecting Specific Place of Business. During an emergency as defined in RSA 384-C, any three (3) available Directors shall constitute the "officers" within the purview of said statute and shall have the authority to render the opinions and make the determinations provided therein.

ARTICLE VIII

INDEMNIFICATION

SECTION 1. General. The Trust Company shall indemnify any person made, or threatened to be made, a party to an action or proceeding (other than one by or in the right of the corporation to procure a judgement in its favor) whether civil or criminal, including an action by or in the right of any other corporation, or any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Trust Company served in any capacity at the request of the Trust Company, by reason of the fact that such person, his testator or intestate, was a director or officer of the Trust Company or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith for a purpose which he reasonably believed to be in or, in the case of service for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise not opposed to, the best interests of the Trust Company and, in criminal actions or proceedings, in addition, he had no reasonable cause to believe that his conduct was unlawful.

The Trust Company shall indemnify any person made, or threatened

to be made, a party to an action by or in the right of the Trust Company to procure a judgement in its favor by reason of the fact that such person, his testator or intestate, is or was a director or officer of the Trust Company, or is or was serving at the request of the Trust Company as a director or officer of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such director or officer acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Trust Company. The Trust Company shall not indemnify such person in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Trust Company, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines that upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The termination of any civil or criminal action or proceeding by judgement, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Trust Company or that he had reasonable cause to believe that this conduct was unlawful.

No indemnification shall be made to or on behalf of any director or officer if a judgement or other final adjudication adverse to the director or officer establishes that his acts were committed in bad faith or were the result of active deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled.

SECTION 2. Determination. Unless ordered by a court, indemnification shall be made by the Trust Company only if authorized in the specific case (1) by the Board acting by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that the Director or officer has met the standard of conduct set forth in

paragraph 1 and 2 of Section 1 above, or (2) if a quorum is not obtainable or even if obtainable, a quorum of disinterested Directors so directs (A) by the Board upon the opinion in writing of independent counsel the indemnification is proper in the circumstances because the applicable standard of conduct has been met by such Director or officer or (B) by the shareholders upon a finding that the Director or officer has met the applicable standard of conduct.

This By-law provision is intended to indemnify the officers and Directors of the Trust Company to the fullest extent permitted under New Hampshire law.

For the purposes of this Article, a corporation shall be deemed to have requested a person to serve an employee benefit plan where the performance by such person of his duties to the corporation also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan; excise taxes assessed on a person with respect to an employee benefit plan pursuant to applicable law shall be considered fines; and action taken or omitted by a person with respect to an employee benefit plan in the performance of such person's duties for a purpose reasonably believed by such a person to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Trust Company.

SECTION 3. Notice to Supervisory Agencies. The Trust Company shall give to its supervisory agencies written notice of any reimbursement of a person who was or is a party to any such action, suit or proceeding together with any information pertaining to such reimbursement that may be requested by such agencies, so as to provide these agencies with an opportunity fully to investigate the facts relating to any such action, suit or proceeding in the exercise of their general supervisory powers.

SECTION 4. Right Not Exclusive. The foregoing right of indemnification shall not be exclusive of other rights to which such person, or the legal representative or successors of such person, may be entitled as a matter of law.

SECTION 5. Insurance. The Trust Company may purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Trust Company or, at its request, of another entity in which the Trust Company has an interest, or was or is serving at the request of the Trust Company as a fiduciary of any deferred compensation plan of the Trust Company, against any liability asserted against, and incurred by, such person in any such capacity, or arising out of such person's status as such, whether or not the Trust Company would have the power to indemnify such person against such liability under the

provisions of the New Hampshire Business Corporation Act if it were a business corporation. The obligation to indemnify and reimburse set forth hereinabove, if applicable, shall be reduced by the amount of any such insurance proceeds paid to such person, or representatives or successors of such person.

ARTICLE IX

CONTRACTS. LOANS, CHECKS AND DEPOSITS

SECTION 1. Documents and Instruments. To the extent permitted by the laws of the State of New Hampshire, and except as otherwise prescribed by these By-laws with respect to certificates for shares, the Chairman, President and the Treasurer shall be authorized to execute contracts, deeds, leases, and other documents, Notwithstanding the foregoing, the Board of Directors or the Investment Committee may by special vote authorize any officer, employee or agent of the Trust Company to enter into any contract or execute and deliver any instrument in the name and on behalf of the Trust Company. Such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Trust Company and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Trust Company shall be signed by one or more officers, employees or agents of the Trust Company in such manner as shall from time to time be determined by the Board of Directors.

SECTION 4. Deposits. All funds of the Trust Company not otherwise employed shall be deposited from time to time to the credit of the Trust Company in any of its duly authorized depositories as the Board of Directors may approve.

ARTICLE X

DEPOSITS AND WITHDRAWALS

SECTION 1. Classes of Accounts. The Investment Committee may establish different classes of accounts and prescribe the terms, conditions, rights, privileges, rates of interest, if any, and the

obligations of each class. The Investment Committee may waive the Trust Company's right to require prior notice of withdrawal, as provided in Section 6 of this Article X, for any class of accounts.

SECTION 2. Deposit Procedure. Deposits may be made by the depositor in person or by an agent and shall be entered on the books of the Trust Company. Upon the opening of an account, every depositor shall receive appropriate evidence of deposit. For those accounts evidenced by a deposit book, contemporaneously with the making of any deposit or withdrawal the book shall be presented, the date and amount of such deposit or withdrawal shall be entered therein, and the deposit book shall be a voucher and evidence of the depositor's account. For those accounts not evidenced by a deposit book, all deposits and withdrawals may be recorded on appropriate statements evidencing such transactions and the depositor's balance in the account, which statements shall be forwarded to the depositor on a regular periodic basis and shall serve as vouchers and evidence of the depositor's account.

SECTION 3. Minimum Sums. The Investment Committee may establish minimum sums which may be received on deposit, minimum sums of which interest may be earned, and service and maintenance charges which may apply to the various types of accounts offered by the Trust Company. The Investment Committee may determine certain classes of accounts on which no interest shall be paid.

SECTION 4. Agreement of Depositor. Each Depositor or his agent, when making an initial deposit in an account, may be required to agree to these By-laws, thereby assenting to the same and to all the regulations of the Trust Company, whether then existing or thereafter enacted, and to agree to specific provisions appropriate to the type of account opened by the depositor, as determined from time to time by the Investment Committee.

SECTION 5. Investment Committee Order of Withdrawal. The Investment Committee may, at any time, order any deposit or any part of any deposit withdrawn, and the interest on each such deposit or part thereof shall cease upon the Treasurer's giving notice of such order to the depositor.

SECTION 6. Withdrawal Procedure. Withdrawals may be made on any business day of the Trust Company. Unless waived pursuant to Section 1 of this Article X, the Investment Committee may require a depositor to give such notice of withdrawal, of not less than thirty (30) days, as the Investment Committee may determine or as otherwise provided for by these By-laws, the agreement of deposit, or any applicable federal or state law or regulation. Withdrawals may be made by presentation of the deposit book, other appropriate evidence of deposit or other written

instrument, or by use of appropriate cards issued by the Trust Company for automated service, or by any other communication initiated through an electronic terminal, telephone or magnetic tape. Such withdrawals may be made by the depositor, a legally appointed representative of the depositor, or by any other party holding down a negotiable written order of withdrawal drawn by the depositor or legal representative of the depositor. The manner of withdrawal for any type of account shall be more specifically governed by the regulations of the Trust Company, the agreement of deposit applicable to that type of account and by any applicable provisions of law. Any payment made by the Trust Company in accordance with this provision, the said regulations, and the applicable agreement of deposit shall be a discharge to the Trust Company for the amounts paid. In addition to the withdrawal procedures set forth in the second sentence of the Section 6, withdrawals may be made by the Trust Company in accordance with permanent orders which the depositor has filed with the Trust Company for the purpose of requesting the periodic deduction of payments from the depositor's account. Any deduction from the depositor's account made pursuant to such a permanent order shall be valid and binding on the depositor, the heirs, administrators, executors, legal representatives, successors and assigns of the depositor, and any such deduction and payment shall be a full discharge of the Trust Company for the amount so deducted and paid.

SECTION 7. Lost Deposit Book. Upon the Treasurer's receipt of notice that a deposit book has been lost, the Treasurer shall wait a reasonable time before issuing a duplicate book upon such lawful terms as the Treasurer shall prescribe. The Trust Company shall not be liable for loss sustained if the account evidenced by such book shall be paid in whole or in part upon presentment prior to the receipt of such notice by the Treasurer.

SECTION 8. Public Monies. The Investment Committee may accept deposits from any agency of the state or federal government, including deposits by any person for tax obligations, and may do all things required by law in connection with such deposits, including, without limitation, pledging collateral.

SECTION 9. Board of Directors as Investment Committee. All reference in this Article X the "Investment Committee" shall include the Board of Directors, if the Board elects to act as the Investment Committee pursuant to Section 4 of Article IV of these By-laws.

ARTICLE XI

CAPITAL STOCK

SECTION 1. Certificates of Shares. Certificates representing shares of capital stock of the Trust Company shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the Chairman, President and by the Treasurer and sealed with the corporate seal or a facsimile thereof. The signatures of such officers upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar. Each certificate for shares of capital stock shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Trust Company. All certificates surrendered to the Trust Company for transfer shall be cancelled and no new certificate of shares shall have been surrendered and cancelled, except that in the case of a lost or destroyed certificate, a new certificate may be issued therefore upon such terms and indemnity to the Trust Company as the Board of Directors may prescribe. Every certificate for shares of stock which are subject to any restriction on transfer and every certificate issued when the Trust Company is authorized to issue more than one class or series of stock shall contain such legend with respect thereto as is required by law.

SECTION 2. Transfer of Shares. Transfer of shares of capital stock of the Trust Company shall be made only on its stock transfer books. Authority for such transfer shall be given only by the holder of record thereof or by his legal representative, who shall furnish proper evidence of such authority, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Trust Company. Such transfer shall be made only on surrender for cancellation of the certificate for such shares. The person in whose name shares of capital stock stand on the books of the Trust Company shall be deemed by the Trust Company to be the owner thereof for all purposes.

SECTION 3. Limitation on Transfer of Shares. No shareholder who is also a Director may sell, assign, pledge, or otherwise transfer any of his shares of stock in the Trust Company, or any interest therein, except to another Director or to a Major Shareholder (as defined below), for so long as he remains a Director. No Director may transfer any of his shares if, as a result of the transfer, he would no longer satisfy the minimum stock ownership requirement for a Director under New Hampshire law. Any attempted transfer in violation of this section shall be void.

SECTION 4. Required Sale of Shares by Director. Upon any Director's

ceasing to be a Director, whether by expiration of his term, resignation, removal, death, or otherwise, if there is then any shareholder who owns (or holds with the power to vote) more than 80 percent of the Trust Company's common stock (a "Major Shareholder"), the Major Shareholder shall have the right and the obligation to buy all of the shares of stock held by the Director at fair market value, defined as the greater of (a) net book value of the shares, as determined by the most recent audited financial statements, or, in the first year of operation prior to completion of the internal audit, the beginning books of the Trust Company, or (b) the price for which such shares were issued or sold to the Director. In the event that there is no Major Shareholder, then all of the remaining Directors shall have the right (but not the obligation) to buy all (but not less than all) the shares at the price described above, in amounts proportionate to their respective stock ownership, or in such other amounts as they may agree among themselves. If the departing Director's shares are purchased pursuant to this section, payment for the shares shall be made in cash to the Director (or, in the case of a deceased Director, to a representative of his estate) within 60 days after the effective date of his ceasing to be a Director, and the Director shall be required to surrender his shares upon receiving such payment. If there is no Major Shareholder and the remaining Directors do not buy all the shares, then the departing Director (or his estate) shall have the right to continue to hold his shares or to transfer them in his discretion, subject only to any limitation imposed by law.

SECTION 5. Record Holders. Except as may be otherwise required by law, by the Charter or by these By-laws, the Trust Company shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares, until the shares have been transferred on the books of the Trust Company in accordance with the requirements of these By-laws. It shall be the duty of each shareholder to notify the Trust Company of his or her post office address.

SECTION 6. Replacement of Certificates. In case of the alleged loss, destruction or mutilation of a certificate of stock, a duplicate certificate may be issued in place thereof, upon such terms as the Board of Directors may prescribe.

SECTION 7. Issuance of Capital Stock. The Board of Directors shall have the authority to issue or reserve for issue from time to time the whole or any part of the capital stock of the Trust Company which may be authorized from time to time, to such persons or organizations, for such consideration, whether cash, property, services or expenses, and on such terms as the Board of Directors may determine, including without

limitation the granting of options, warrants, or conversion or other rights to subscribe to said capital stock.

SECTION 7. Dividends. Subject to applicable law, the Charter and these By-laws, the Board of Directors may from time to time declare, and the Trust Company may pay, dividends on outstanding shares of its capital stock.

ARTICLE XII

MISCELLANEOUS PROVISIONS

SECTION 1. Fiscal Year. The fiscal year of the Trust Company shall be fixed by resolution of the Board of Directors from time to time, and until so fixed shall begin on the first day of January of each year and end on the last day of December of such year.

SECTION 2. Seal. The Board of Directors shall have the power to adopt and alter the seal of the Trust Company.

SECTION 3. Records. The original, or attested copies, of the Charter, By-laws and records of all meetings of the incorporators and shareholders, and the stock transfer records, which shall contain the names of all shareholders and the record address and the amount of stock held by each, shall be open at all reasonable times to the inspection of any shareholder for any proper purpose, but not to secure a list of shareholders for the purpose of selling said list or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a shareholder, relative to the affairs of the Trust Company.

SECTION 4. Voting of Securities. Unless otherwise provided by the Board of Directors, the Chairman or Treasurer may waive notice of and act on behalf of the Trust Company, or appoint another person or persons to act as proxy or attorney in fact for the Trust Company with or without discretionary power and/or power of substitution, at any meeting of shareholders or shareholders of any other organization, any of whose securities are held by the Trust Company.

SECTION 5. Charter. All references in these By-laws to the Charter shall be deemed to refer to the Charter as amended from time to time.

SECTION 6. Amendments. These By-laws may be altered, amended, or repealed (a) at any annual or regular meeting of the Board of Directors or at any special meeting of the Board of Directors duly called for the purpose, by vote of a majority of the whole number of Directors, except

with respect to any provisions thereof which by law, the Charter of the Trust Company or these By-laws requires action by the shareholders, or (b) at any annual meeting of the shareholders or at any special meeting of the shareholders duly called for the purpose, by vote of the holders of a majority of the shares present or represented thereat and entitled to vote. Any amendment or repeal of these By-laws by the Board of Directors and any by-law adopted by the Board of Directors may be amended or repealed by the shareholders.

Adopted: October 27, 1994

Effective: October 27, 1994

EXETER TRUST COMPANY

Election of Directors
by Incorporators at Meeting Held
October 27, 1994

BALLOT

The undersigned Incorporators hereby vote for the election of the following persons to serve as Directors of Exeter Trust Company until their successors are duly elected and qualified:

B. Reuben Auspitz
Richard Barrington
Patrick P. Oliver
John A. Tillinghast
Ralph P. White

Ralph P. White

John A. Tillinghast

Patrick P. Oliver

John A. Tillinghast

John A. Tillinghast

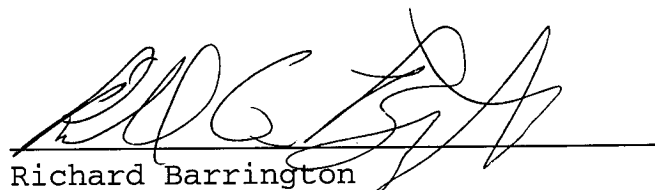
John A. Tillinghast

Date: October 27, 1994

DIRECTOR'S OATH

I, Richard Barrington, a duly elected Director of Exeter Trust Company (the "Bank"), a trust company to be chartered under the laws of New Hampshire, do hereby swear that I will faithfully perform the duties of the office of Director of the Bank.

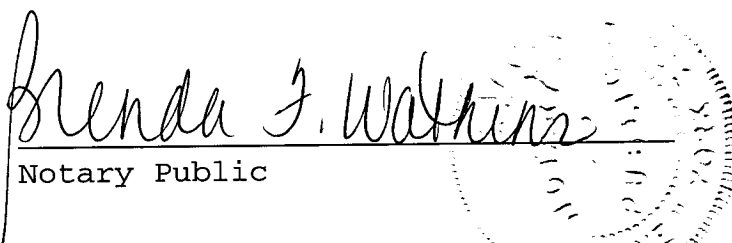
SWORN TO, the 27th day of October, 1994


Richard Barrington

STATE OF NEW YORK)
) SS:
COUNTY OF MONROE)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Richard Barrington, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 27th day of October, 1994.

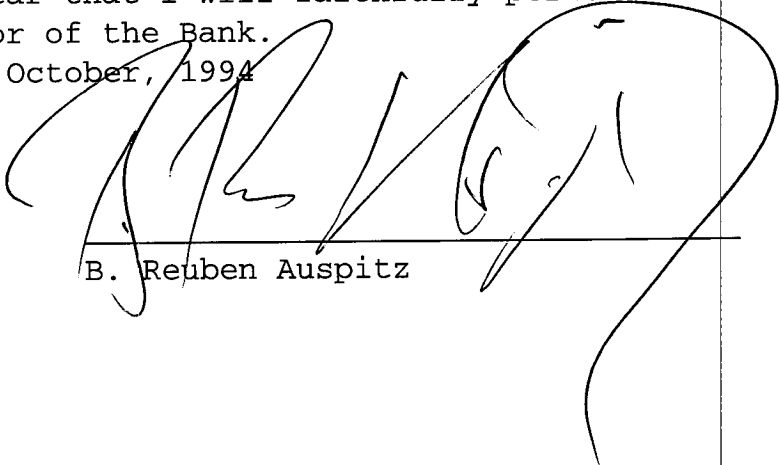

Notary Public

My Commission Expires 10-30-95

DIRECTOR'S OATH

I, B. Reuben Auspitz, a duly elected Director of Exeter Trust Company (the "Bank"), a trust company to be chartered under the laws of New Hampshire, do hereby swear that I will faithfully perform the duties of the office of Director of the Bank.

SWORN TO, the 27th day of October, 1994

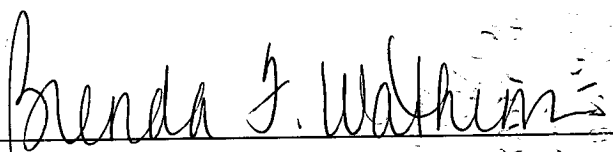


B. Reuben Auspitz

STATE OF NEW YORK)
) SS:
COUNTY OF MONROE)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared B. Reuben Auspitz, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 27th day of October, 1994.



Notary Public

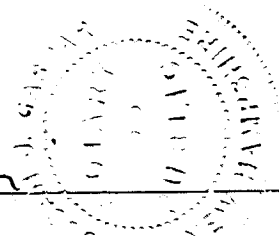
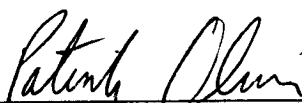
My Commission Expires


6-30-95

DIRECTOR'S OATH

I, Patrick Oliver, a duly elected Director of Exeter Trust Company (the "Bank"), a trust company to be chartered under the laws of New Hampshire, do hereby swear that I will faithfully perform the duties of the office of Director of the Bank.

SWORN TO, the 27th day of October, 1994.

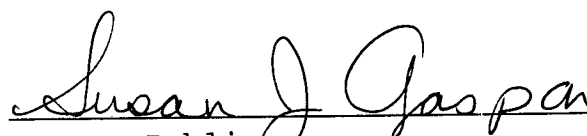


Patrick Oliver

STATE OF NEW HAMPSHIRE)
) SS:
COUNTY OF ROCKINGHAM)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Patrick Oliver, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 27th day of October, 1994.

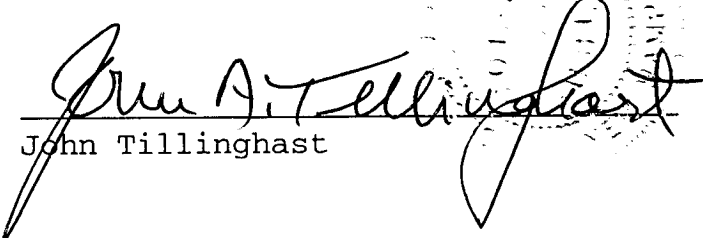

Notary Public

My Commission Expires 12-6-94

DIRECTOR'S OATH

I, John Tillinghast, a duly elected Director of Exeter Trust Company (the "Bank"), a trust company to be chartered under the laws of New Hampshire, do hereby swear that I will faithfully perform the duties of the office of Director of the Bank.

SWORN TO, the 27th day of October, 1994


John Tillinghast

STATE OF NEW HAMPSHIRE)
) SS:
COUNTY OF ROCKINGHAM)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared John Tillinghast, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 27th day of October, 1994.



Notary Public

My Commission Expires 12-6-94

DIRECTOR'S OATH

I, Ralph White, a duly elected Director of Exeter Trust Company (the "Bank"), a trust company to be chartered under the laws of New Hampshire, do hereby swear that I will faithfully perform the duties of the office of Director of the Bank.

SWORN TO, the 27th day of October, 1994



 Ralph White

STATE OF CONNECTICUT)

COUNTY OF Litchfield) SS: Woodbury

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Ralph White, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 27th day of October, 1994.



 Notary Public

SUE BLASAVAGE
NOTARY PUBLIC

My Commission Expires MY COMMISSION EXPIRES APR. 30, 1996

**Minutes of First Meeting of Subscribers
of Exeter Trust Company**

The first meeting of the subscribers of the Exeter Trust Company was held on October 27, 1994 at 2:30 p.m. at the office of Tillinghast Technology, Inc., 20 Ladd Street, Suite 202, Portsmouth, New Hampshire, pursuant to notice duly given. The following subscribers were present at the site of the meeting: Pat Oliver and John Tillinghast. The following subscribers were connected by telephone conference call: Reuben Auspitz, Richard Barrington, Gary Henderson and Ralph White. In addition, Christopher Carosa and Cordell Johnston participated by telephone conference call.

By consensus of the meeting, Reuben Auspitz was chosen to preside over the meeting. Mr. Auspitz stated that the first item of business was the election of Temporary Clerk for the corporation. It was moved by Mr. Auspitz and seconded by Mr. Tillinghast and unanimously voted by ballot to elect Christopher Carosa as Temporary Clerk, whereupon Mr. Carosa was sworn to the faithful performance of his duties and recorded the minutes of the meeting.

Mr. Auspitz stated that the next item of business was the affirmation of the corporation's Agreement of Association (i.e., "Articles of Agreement of Exeter Trust Company"). It was moved by Mr. Auspitz and seconded by Mr. Tillinghast and unanimously voted to approve the Agreement of Association in the form attached to these minutes.

Mr. Auspitz stated that the next item of business was the adoption of the corporation's by-laws. It was moved by Mr. Auspitz and seconded by Mr. Tillinghast and unanimously voted to adopt the by-laws in the form attached to these minutes.

Mr. Auspitz called for the election of directors for the corporation. It was moved by Mr. Henderson and seconded by Mr. White and unanimously voted by ballot to elect the following persons to serve as directors until the first annual meeting of the shareholders:

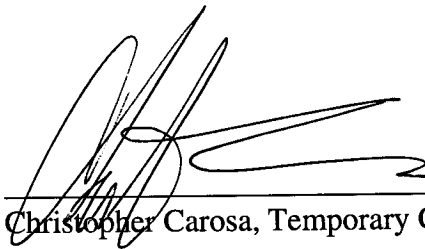
B. Reuben Auspitz
Richard Barrington
Patrick Oliver
John Tillinghast
Ralph White

The persons named above were sworn to the faithful performance of their duties.

As there was no further business to come before the meeting, a motion to adjourn was made by Mr. Auspitz and seconded by Mr. Barrington and unanimously approved. The meeting was adjourned at 2:45 p.m.

A true record.

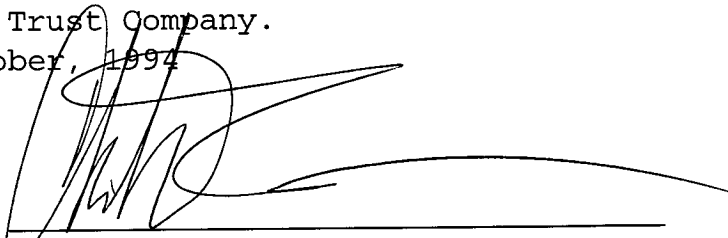
Attest:


Christopher Carosa, Temporary Clerk

OFFICER'S OATH

I, Christopher Carosa, a duly elected Secretary/Clerk and Executive Vice President of Exeter Trust Company, a trust company to be chartered under the laws of New Hampshire, do hereby swear that I will faithfully perform the duties of the office of Secretary/Clerk and Executive Vice President of Exeter Trust Company.

SWORN TO, the 27th day of October, 1994

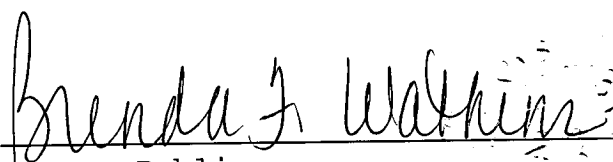


Christopher Carosa

STATE OF NEW YORK)
) SS:
COUNTY OF MONROE)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Christopher Carosa, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

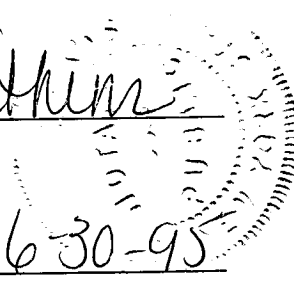
WITNESS my hand and official seal this 27th day of October, 1994.



Notary Public

My Commission Expires

6-30-95



OFFICER'S OATH

I, Patrick Oliver, a duly elected President of Exeter Trust Company, a trust company to be chartered under the laws of New Hampshire, do hereby swear that I will faithfully perform the duties of the office of President of Exeter Trust Company.

SWORN TO, the 27th day of October, 1994

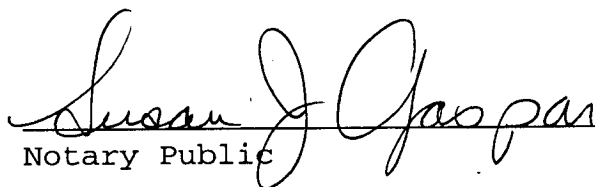


Patrick Oliver

STATE OF NEW HAMPSHIRE)
) SS:
COUNTY OF ROCKINGHAM)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Patrick Oliver, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 27th day of October, 1994.



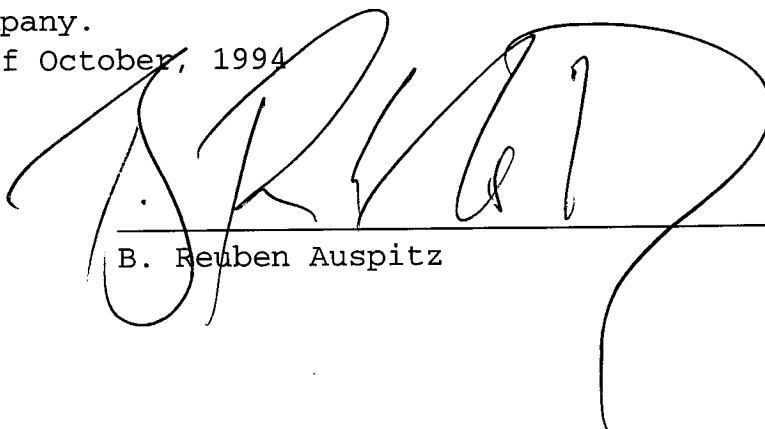
Notary Public

My Commission Expires 12-6-94

OFFICER'S OATH

I, B. Reuben Auspitz, a duly elected Chairman of the Board and Treasurer of Exeter Trust Company, a trust company to be chartered under the laws of New Hampshire, do hereby swear that I will faithfully perform the duties of the office of Chairman of the Board and Treasurer of Exeter Trust Company.

SWORN TO, the 27th day of October, 1994

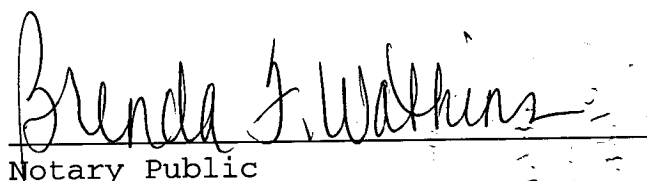


B. Reuben Auspitz

STATE OF NEW YORK)
) SS:
COUNTY OF MONROE)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared B. Reuben Auspitz, known to me to be the person whose name is signed above who, being duly sworn, acknowledged that he signed the same as his free act and deed.

WITNESS my hand and official seal this 27th day of October, 1994.



Brenda J. Watkins

Notary Public

My Commission Expires

6-30-95

CERTIFIED COPY OF CORPORATE BANKING RESOLUTIONS

Exeter Trust Company

(Name of corporation)

One Harbour Place, Portsmouth, New Hampshire 03801

(Corporation address)

I hereby CERTIFY that the following is a true copy of resolutions duly adopted by the Board of Directors of Exeter Trust Company

of New Hampshire, a corporation organized under the laws of the State of New Hampshire, at a meeting held on October 27, 1994; that a quorum was present and acted throughout such meeting; that such resolutions have not been rescinded or modified and are still in full force and effect; that the Certificate of Incorporation of said corporation, and all amendments thereto, do not contain any provisions requiring any vote or consent of the shareholders of said corporation to authorize any mortgage or pledge of or creation of a security interest in all or any part of said corporation's property, or any interest therein, or to authorize any other action taken or to be taken pursuant to said resolutions; and that neither the said resolutions nor any action taken or to be taken pursuant thereto are or will be in contravention of any provision or provisions of the Certificate of Incorporation or the By-Laws of said corporation.

RESOLVED:

Designation as
Depository

1. That Marine Midland Bank (herein called the "Bank") at such office or offices as may be designated by the President or Treasurer of this corporation be and hereby is designated a depository of this corporation and authorized to receive for deposit, at any such office or offices, to the credit of this corporation, or for collection for the account of this corporation, monies, checks, drafts, notes or other instruments for the payment of money, whether belonging to this corporation or otherwise, which may now be or hereafter come into its possession, (all of which shall be deemed, when received for deposit, to have been unqualifiedly indorsed by this corporation whether or not actually so indorsed).

2. That any one of the following - Treasurer or Secretary

Authorized
Signature(s)

(Indicate manner of signing, i.e. any one, any two, jointly, etc. Use titles where practicable; if persons without titles, insert names.)
be and he (they) hereby is (are) authorized to make, sign, draw, accept, indorse, execute and deliver any and all checks, drafts, notes, acceptances, evidences of indebtedness, or orders for the payment of money of this corporation on deposit with the Bank; and the Bank be and hereby is authorized to make payments from funds of this corporation on deposit with it upon and according to the terms of any such instrument when signed as above provided over the official title of such signer or over the inscription "Authorized Signature", and to receive the same to the credit of or in payment from the payee or any other holder, when so signed, without inquiry as to the circumstances of their issue or the disposition of their proceeds, whether drawn to the individual order of or tendered in payment of the individual obligations of any persons signing the same or of any other officer, agent or signatory of this corporation or otherwise.

Facsimile
Signature(s)

3. That any check herein authorized to be drawn in the name of this corporation may be signed with the facsimile signature or signatures of any of the duly designated signatories of this corporation and the Bank shall be entitled to charge any such check to this corporation's account regardless of by whom or by what means the actual or purported facsimile signature or signatures thereon may have been affixed thereto, if such signature or signatures resemble the facsimile specimens duly certified to or filed with the Bank by the Secretary or any Assistant Secretary of this corporation.

4. That any one of the following - Treasurer or Secretary

Other
Authority

(Indicate manner of signing, i.e. any one, any two, jointly, etc. Use titles where practicable; if persons without titles, insert names.)
be and he (they) hereby is (are) authorized on behalf of this corporation:

To discount with and to sell to the Bank any and all notes, drafts, bills of exchange or other evidences of debt, or contracts or obligations for or rights to the payment of money, whether or not negotiable, which may be owned by this corporation, upon such terms as such person or persons may deem proper, and when this corporation is liable on any of the foregoing, the Bank is hereby authorized to charge the same to the account of this corporation at or after maturity.

To borrow money and to obtain credit or other accommodation from the Bank on any terms;

To apply for letters or other forms of credit on any terms;

To pledge, mortgage, or otherwise create a security interest in or any other lien upon all or any property of this corporation as security for any loan, credit or accommodation from the Bank;

To authorize and request the Bank to purchase, exchange, sell, receive, deliver or otherwise deal in or with bonds or other securities and foreign exchange for the account of this corporation;

To enter into any agreement relating to any general or specific transaction with the Bank;

and in connection with any of the foregoing, on behalf of this corporation to accept, receive, withdraw or waive notices or protests; to deliver and receive papers or property; to make, withdraw or waive any demand; and to make, execute and deliver notes, obligations, guaranties, indorsements, assignments, receipts, waivers, acquittances, indemnities, agreements and, without limitation, other instruments and property, as such officers, agents, or signatories, or any of them, acting pursuant to this authorization may in his or their discretion deem advisable.

Certification of
Signatures

5. That the Secretary or any Assistant Secretary of this corporation be and hereby is authorized and directed to certify to the Bank the names of all officers of this corporation and other persons authorized to sign for it as herein provided and the offices respectively held by them, if any, together with specimens of their signatures, whether facsimile or otherwise, and from time to time thereafter to certify such changes as may be made; and the Bank shall be fully protected in relying on any such certification and shall be indemnified and held harmless from any loss, cost, damage or expense resulting from, or arising out of, the honoring of any signatures so certified or the refusal to honor any signature not so certified.

Reliance and
Revocation

6. That all transactions heretofore had on behalf of this corporation with the Bank be and hereby are ratified, confirmed and approved and the Bank is hereby authorized to rely upon this resolution and the certificate of the secretary or assistant secretary of this corporation that the Certificate of Incorporation of this corporation and all amendments thereto do not contain any provisions requiring any vote or consent of the shareholders of this corporation to authorize any mortgage or pledge of or creation of a security interest in all or any part of this corporation's property, or any interest therein, until written notice of the revocation of these resolutions or of the amendment of the Certificate of Incorporation has been received by the person in charge of any office at which an account of this corporation may be maintained.

I hereby CERTIFY that the names and signatures of the persons holding the titles, if any, referred to in the foregoing resolutions are as follows:

NAME

TITLE OF OFFICER

SIGNATURE

B. Reuben AuspitzTreasurerChristopher CarosaSecretary

Witness my hand and the seal of the corporation this 27th day of October, 1994

(SEAL)

Secretary

**Minutes of Organizational Meeting
of the Directors of Exeter Trust Company**

The organizational meeting of the directors of the Exeter Trust Company was held on October 27, 1994 at 2:45 p.m. at the office of Tillinghast Technology, Inc., 20 Ladd Street, Suite 202, Portsmouth, New Hampshire, pursuant to notice duly given. The following directors were present at the site of the meeting: Pat Oliver and John Tillinghast. The following directors were connected by telephone conference call: Reuben Auspitz, Richard Barrington, and Ralph White. In addition, Christopher Carosa and Cordell Johnston participated by telephone conference call.

The first item of business was the election of officers for the corporation. Upon motion duly made by Mr. White and seconded by Mr. Tillinghast, the following persons were unanimously elected to serve as officers until the first annual meeting of the directors:

Chairman of the Board:	B. Reuben Auspitz
President:	Patrick Oliver
Executive Vice President:	Christopher Carosa
Treasurer:	B. Reuben Auspitz
Secretary/Clerk:	Christopher Carosa

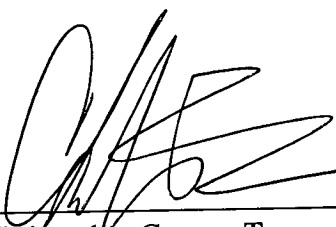
All of the officers elected were sworn to the faithful performance of their duties.

The next item of business was to authorize the opening of a bank account in the Company's name. Upon motion duly made by Mr. Auspitz and seconded by Mr. Barrington, it was voted unanimously to adopt the banking resolutions in the form attached to these minutes.

As there was no further business to come before the meeting, a motion to adjourn was made by Mr. Tillinghast and seconded by Mr. Auspitz and unanimously approved. The meeting was adjourned at 2:55 p.m.

A true record.

Attest:



Christopher Carosa, Temporary Clerk